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Communications, Inc., Willy C. Shih,
Teresa H. Meng, Craig H. Barratt,
Andrew S. Rappaport, Dan A. Artusi,
Charles E. Harris, Marshall L. Mohr,
And Christine King

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

JOEL KRIEGER, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

ATHEROS COMMUNICATIONS, INC.,
DR. WILLY C. SHIH, DR. TERESA H.
MENG, DR. CRAIG H. BARRATT,
ANDREW S. RAPPAPORT, DAN A.
ARTUSI, CHARLES E. HARRIS,
MARSHALL L. MOHR, CHRISTINE
KING, QUALCOMM INCORPORATED,
AND T MERGER SUB, INC.

Defendants.

No. 5:11-CV-00640-LHK(HRL)

**DECLARATION OF RANAH L.
ESMAILI IN SUPPORT OF THE
ATHEROS DEFENDANTS'
MOTION TO DISMISS**

Judge: Hon. Lucy H. Koh

Hearing Date: July 21, 2011

Hearing Time: 1:30 p.m.

Location: Courtroom 4, 5th Floor

Date Action Filed: February 10, 2011

1 I, Ranah L. Esmaili, declare as follows:

2 1. I am an attorney admitted to practice before this Court and am an attorney at
3 the law firm of Pillsbury Winthrop Shaw Pittman LLP, counsel for defendants Atheros
4 Communications, Inc. ("Atheros"), Willy C. Shih, Teresa H. Meng, Craig H. Barratt,
5 Andrew S. Rappaport, Dan A. Artusi, Charles E. Harris, Marshall L. Mohr and Christine
6 King (the "Atheros Defendants") in this action. I submit this declaration in support of the
7 Atheros Defendants' Motion to Dismiss.

8 2. Attached hereto as Exhibit 1 is a true and correct copy of Atheros's
9 Preliminary Proxy Statement, dated February 1, 2011.

10 3. Attached hereto as Exhibit 2 is a true and correct copy of Atheros's
11 Definitive Proxy Statement, dated February 11, 2011.

12 4. Attached hereto as Exhibit 3 is a true and correct copy of Atheros's
13 Definitive Additional Materials, dated March 7, 2011.

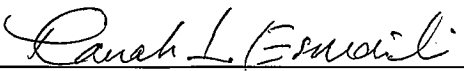
14 5. Attached hereto as Exhibit 4 is a true and correct copy of the March 4, 2011
15 Order and Memorandum Opinion of the Delaware Court of Chancery in the action entitled
16 *In re Atheros Comm., Inc. S'holder Litig.*, C.A. No. 6124-VCN.

17 6. Attached hereto as Exhibit 5 is a true and correct copy of the March 14, 2011
18 Order of the Delaware Court of Chancery in the action entitled *In re Atheros Comm., Inc.*
19 *S'holder Litig.*, C.A. No. 6124-VCN.

20 7. Attached hereto as Exhibit 6 is Atheros's 8-K, dated March 18, 2011.

21 I declare under penalty of perjury that the foregoing is true and correct.

22 Executed this 11th day of April, 2011 at New York, NY.

23
24 
25 Ranah L. Esmaili